

NATIONAL ASSEMBLY
Thirty-fifth Legislature, first session

1995, chapter 19
**AN ACT RESPECTING SOCIÉTÉ INNOVATECH
DU SUD DU QUÉBEC**

Bill 63

Introduced by Mr Daniel Paillé, Minister of Industry, Trade, Science and Technology

Introduced 15 March 1995

Passage in principle 21 March 1995

Passage 10 May 1995

Assented to 16 May 1995

Coming into force: 16 May 1995

Legislation amended:

Act respecting Société Innovatech du Grand Montréal (R.S.Q., chapter S-17.2)

Act respecting Société Innovatech du Grand Montréal (1992, chapter 33)

Act respecting Société Innovatech Québec et Chaudière-Appalaches (1993, chapter 80)



CHAPTER 19

An Act respecting Société Innovatech du sud du Québec

[Assented to 16 May 1995]

THE PARLIAMENT OF QUÉBEC ENACTS AS FOLLOWS:

CHAPTER I

ESTABLISHMENT AND ORGANIZATION

Establish-
ment

1. A legal person known as “Société Innovatech du sud du Québec” is hereby established.

Head office

2. The head office of the Société is in the territory described in Schedule A.

Notice of
location

Notice of the location of the head office of the Société and of any change of location shall be filed with the Inspector General of Financial Institutions for publication in the *Gazette officielle du Québec*.

Board of
directors

3. The affairs of the Société are administered by a board of directors composed of nine members, appointed by the Government, representing, in particular, the research, university, college and business communities.

Delegates
to board of
directors

4. Two persons shall be delegated to the board of directors, one by the Minister of Industry, Trade, Science and Technology and one by the Minister of Education.

Delegates

5. The delegates are not members of the board of directors. However, they are entitled to receive notice of the meetings of the board of directors and to attend and speak at the meetings.

Chairman

6. The Government shall designate a chairman from among the members of the board of directors.

Duties of chairman	<p>The chairman of the board of directors shall preside over the meetings of the board, oversee its operation and assume any other duties assigned to him by by-law of the Société.</p>
Vice-chairman	<p>7. The members of the board of directors shall designate a vice-chairman from among themselves. The vice-chairman shall perform the duties of the chairman of the board when the chairman is absent or unable to act.</p>
Chief executive officer	<p>8. The members of the board of directors shall appoint a president of the Société who shall, by virtue of his office, be the chief executive officer. The chief executive officer shall perform his duties on a full-time basis. He is responsible for the management of the Société within the scope of its by-laws and policies.</p>
Remuneration	<p>The board of directors shall fix the remuneration, social benefits and other conditions of employment of the chief executive officer. The remuneration of the chief executive officer must be approved by the Government.</p>
Powers of chief executive officer	<p>9. The chief executive officer is not a member of the board of directors. However, he is entitled to receive notice of the meetings of the board and to attend and speak at the meetings.</p>
Term of office	<p>10. The term of office of the members of the board of directors, the delegates and the chief executive officer is of not more than five years.</p>
Continuance	<p>At the end of their term, they remain in office until they are replaced or reappointed.</p>
Vacancy	<p>11. Any vacancy occurring in the course of the term of office of a member of the board of directors or of a delegate to that board shall be filled in accordance with the rules governing appointments under sections 3 and 4.</p>
Vacancy	<p>In particular, a vacancy shall arise through absence from a number of meetings of the board of directors determined by the internal management rules of the Société, in the cases and circumstances indicated therein.</p>
Remuneration and reimbursement of expenses	<p>12. The members of the board of directors are not remunerated, except in the cases, on the conditions and to the extent which may be determined by the Société. However, they are entitled to the reimbursement of expenses incurred in performing their duties, on the conditions and to the extent determined by the Société.</p>

- Approval
by Govern-
ment The remuneration and the procedure of reimbursement of expenses to the members of the board of directors must be approved by the Government.
- Quorum **13.** A majority of the members, including the chairman and vice-chairman, is a quorum at the meetings of the board of directors.
- Majority
vote **14.** The decisions of the board of directors shall be made by a majority of the votes cast by the members present.
- Casting
vote If votes are equally divided, the person presiding over the meeting has a casting vote.
- Participa-
tion by
telephone **15.** The members of the board of directors, the chief executive officer and the delegates may, if they all agree, take part in a meeting using means which allow them to communicate with one another orally, in particular the telephone. They are, in that case, deemed to have attended the meeting.
- Documents
binding if
signed **16.** No document binds the Société unless it is signed by the chairman of the board or by the person authorized by by-law of the Société to sign it, in the cases determined therein.
- Authentica-
tion of
minutes and
documents **17.** The minutes of the meetings of the board of directors, approved by it and certified by the chairman of the board or by any other person authorized to do so by by-law of the Société, are authentic. The documents or copies emanating from the Société or forming part of its records are authentic if they are so certified.
- Conflict of
interest **18.** Any member of the board of directors having a direct or indirect interest in an enterprise which places his personal interest in conflict with that of the Société shall, on pain of forfeiture of office, disclose his interest and withdraw from the meeting for the duration of the debate and of the making of a decision bearing upon any question relating to the enterprise in which he has such an interest.
- Withdrawal
of chairman When the chairman and vice-chairman of the board of directors must withdraw from the meeting, the other members of the board shall designate from among themselves a person to act as chairman.
- Conflict of
interest **19.** The chief executive officer may not, on pain of forfeiture of office, have any direct or indirect interest in an enterprise which places his personal interest in conflict with that of the Société. However, forfeiture is not incurred if such an interest devolves to him by succession or gift, provided he renounces or disposes of it with diligence.

Disclosure
of interest

Any member of the staff of the Société who has a direct or indirect interest in an enterprise which places his personal interest in conflict with that of the Société must, on pain of forfeiture of office, disclose his interest in writing to the chairman of the board of directors.

Immunity

20. The members of the board of directors may not be prosecuted by reason of official acts performed in good faith in the performance of their duties.

Appoint-
ment and
remunera-
tion

21. The secretary and other members of the staff of the Société are appointed and remunerated in accordance with the scales, standards and staffing plan established by by-law of the Société. This by-law must be approved by the Government.

Internal
manage-
ment

22. The Société may, by by-law, determine the exercise of its powers and the other aspects of its internal management. It may form an executive committee.

CHAPTER II

MISSION AND POWERS

Mission

23. The mission of the Société is to promote and support initiatives likely to increase the capacity for technological innovation in southern Québec and thus to improve the competitiveness and economic growth of Québec.

Powers

24. In order to carry out its mission, the Société may, in particular, within the scope of governmental objectives,

(1) elicit, receive and evaluate initiatives which may increase the capacity for technological innovation in southern Québec;

(2) associate partners from the private and public sectors with the initiatives and foster joint action between them;

(3) participate financially in the realization of such initiatives;

(4) participate in the financing of any person, association, partnership or body whose object is to contribute to the realization of such initiatives;

(5) promote the financial participation of individuals, partnerships and legal persons in the initiatives;

(6) make the population of southern Québec aware of the importance of initiatives supported by the Société by informing it of the achievements being made possible;

(7) advise the Minister with regard to policies and strategies related to technological innovation in southern Québec and propose means of implementing them.

Eligibility
criteria and
financial
participa-
tion

25. The Société shall determine, by by-law subject to approval by the Government, the criteria of eligibility applicable to initiatives presented to it, and the form, modalities and, where applicable, the limits of its financial participation.

Applica-
tions

26. The Société shall determine the form of applications for financial participation, the information they must contain and the documents that must accompany them.

Approval of
Minister

27. The Société must obtain the approval of the Minister when the amount of its financial participation in an initiative, out of the contribution paid to it by the Minister of Finance, is more than 5 million dollars or, when the amount is more than 10 million dollars, the approval of the Government.

Ministers to
be informed

28. The Société shall inform the Minister of Industry, Trade, Science and Technology and the Minister of Education of the initiatives it intends to support among those which are admissible.

Gifts and
other con-
tributions

29. The Société may solicit and receive gifts, legacies, grants or other contributions to the extent that no charge or condition is attached to them. Where there is a charge or condition, the Société may exercise these rights only in the cases and on the conditions determined by the Government.

Securities

30. The Société may acquire and hold shares, bonds and other securities of legal persons and may sell or otherwise dispose of them.

Restriction

However, it may not hold more than 50 % of the voting rights attached to the shares of a legal person or of the rights allowing it to elect a majority of the directors.

Compensa-
tion

31. The Société may require, in consideration of its financial participation, dues or any other form of compensation that it determines by by-law.

Administra-
tion of sums

The by-law may prescribe the methods of administering and disposing of the sums collected by the Société.

Agree-
ments

32. The Société may enter into an agreement with any person, association, partnership or body and with the Government or one of its departments or agencies.

Agree-
ments

It may also enter, as provided by law, into an agreement with a government in Canada or abroad, or a department or agency thereof, or with an international organization or an agency of such an organization.

Agree-
ments

33. The Société and every municipality whose territory is included in the territory described in Schedule A may enter into an agreement. Such an agreement may derogate from the Municipal Aid Prohibition Act (R.S.Q., chapter I-15).

CHAPTER III

FINANCING

Financing

34. The Société shall finance its activities out of the sums it receives.

Payment of
contribu-
tion

35. The Minister of Finance is authorized to pay to the Société, for the carrying out of its mission, a contribution not exceeding 40 million dollars for the period from 16 May 1995 to 31 March 2000. This contribution is payable in several instalments, the dates, amounts and conditions of which are determined by the Government.

Financial
commit-
ments

36. The Société may not, without the authorization of the Government, contract any loan or other financial commitment which brings the amount of its commitments beyond the limits determined by the Government or which does not meet the conditions determined by the Government.

CHAPTER IV

ACCOUNTS AND REPORTS

Fiscal year

37. The fiscal year of the Société ends on 31 March.

Develop-
ment plan

38. The Société shall submit to the Minister, before 15 December each year, its development plan for the following fiscal year.

Budget
estimates

39. The Société shall, before 15 December each year, submit to the Minister, for approval by the Government, its budget estimates

for the following fiscal year and the statement of its financial commitments, in accordance with the form and tenor that the Minister determines.

Report and
financial
statements

40. The Société must, not later than 30 September each year, file with the Minister its financial statements and a report of its activities for the preceding fiscal year.

Additional
information

The financial statements and the report of activities shall contain, in addition, any information that may be required by the Minister.

Tabling

41. The Minister shall table the report of activities and the financial statements of the Société before the National Assembly within 15 days of receiving them if the Assembly is in session or, if it is not sitting, within 15 days of resumption.

Audit

42. The books and accounts of the Société shall be audited each year and whenever so ordered by the Government, by the Auditor General or, with the approval of the Government, by an auditor designated by the Société.

Auditor's
report

The auditor's report must accompany the report of activities and the financial statements of the Société.

Additional
information

43. The Société must, in addition, provide the Minister with any information he requires on its activities.

CHAPTER V

FINAL PROVISIONS

Dissolution

44. The Société shall be dissolved on 31 March 2000, unless authorized by the Government to pursue its activities beyond that date, for the period and on the conditions determined by the Government. From the dissolution of the Société, the Government shall assume its rights and obligations, and its property shall devolve to the State.

Continu-
ance

The Government may, however, authorize a body or legal person with objects similar to those of the Société to continue the mission of the Société under this Act, in which case the body or legal person so authorized assumes the rights and obligations of the Société and is vested with all its property.

Cessation
of effect

45. This Act will cease to have effect on the date determined by the Government, which may not be before 1 April 2000.

Minister
responsible

46. The Minister of Industry, Trade, Science and Technology shall be responsible for the administration of this Act.

c. S-17.2,
s. 1, am.

47. Section 1 of the Act respecting Société Innovatech du Grand Montréal (R.S.Q., chapter S-17.2) is amended by replacing the word “The” in the first line by the words “A legal person known as”.

c. S-17.2,
s. 2, am.

48. Section 2 of the said Act is amended by striking out the words “of Greater Montréal” in the first line of the first paragraph.

c. S-17.2,
s. 4,
replaced

49. Section 4 of the said Act, amended by section 72 of chapter 51 of the statutes of 1993 and by sections 50 and 51 of chapter 16 of the statutes of 1994, is replaced by the following section:

Delegates

“4. Two persons shall be delegated to the board of directors, one by the Minister of Industry, Trade, Science and Technology and one by the Minister of Education.”

c. S-17.2,
s. 7, am.

50. Section 7 of the said Act is amended by replacing the words “in his absence” by the words “when the chairman is absent or unable to act”.

c. S-17.2,
s. 23, am.

51. Section 23 of the said Act is amended by replacing the words “of Greater Montréal” in the second and third lines by the words “described in Schedule A”.

c. S-17.2,
s. 24, am.

52. Section 24 of the said Act is amended

(1) by replacing the words “of Greater Montréal” in the second line of paragraph 1 by the words “described in Schedule A”;

(2) by inserting, after paragraph 3, the following paragraph:

“(3.1) participate in the financing of any person, association, partnership or body whose object is to contribute to the realization of such initiatives;”;

(3) by replacing the words “Greater Montréal” in the first line of paragraph 5 by the words “the territory described in Schedule A”;

(4) by replacing the words “of Greater Montréal” in the second line of paragraph 6 by the words “described in Schedule A”.

c. S-17.2,
s. 24.1,
added

53. The said Act is amended by inserting, after section 24, the following section:

Powers

“24.1 The Société may also, within the scope of governmental objectives, receive and evaluate initiatives which may increase the capacity for technological innovation in the territory described in Schedule B, associate partners with such initiatives and participate financially in their realization.”

c. S-17.2,
s. 28,
replaced

54. Section 28 of the said Act, amended by section 72 of chapter 51 of the statutes of 1993 and by sections 50 and 51 of chapter 16 of the statutes of 1994, is replaced by the following section:

Ministers to
be informed

“28. The Société shall inform the Minister of Industry, Trade, Science and Technology and the Minister of Education of the initiatives it intends to support among those which are admissible.”

c. S-17.2,
s. 33, am.

55. Section 33 of the said Act is amended by replacing the words “Communauté urbaine de Montréal and every municipality whose territory is” in the first and second lines by the words “urban communities and the municipalities whose territories are”.

c. S-17.2,
s. 35, am.

56. Section 35 of the said Act is amended by replacing the figure “1997” in the third line by the figure “2000”.

c. S-17.2,
s. 44, am.

57. Section 44 of the said Act is amended

(1) by replacing the figure “1997” in the first line of the first paragraph by the figure “2000”;

(2) by replacing the words “public domain” in the last line of the first paragraph by the word “State”.

c. S-17.2,
s. 46, am.

58. Section 46 of the said Act is amended by replacing the words “designated by the Government” in the first line by the words “of Industry, Trade, Science and Technology”.

c. S-17.2,
Sched. A,
replaced

59. Schedule A to the said Act is replaced by the following schedule:

“SCHEDULE A

“The aggregate of the territories of the following municipal bodies:

Communauté urbaine de Montréal

Communauté urbaine de l'Outaouais
Cree Villages
Kativik Regional Government
Municipality of Baie-James
Regional county municipality of Abitibi
Regional county municipality of Abitibi-Ouest
Regional county municipality of Antoine-Labelle
Regional county municipality of Argenteuil
Regional county municipality of Beauharnois-Salaberry
Regional county municipality of Champlain
Regional county municipality of D'Au-tray
Regional county municipality of Deux-Montagnes
Regional county municipality of Joliette
Regional county municipality of Lajemmerais
Regional county municipality of La Rivière-du-Nord
Regional county municipality of L'Assomption
Regional county municipality of La Vallée-de-la-Gatineau
Regional county municipality of La Vallée-du-Richelieu
Regional county municipality of Bas-Richelieu
Regional county municipality of Haut-Richelieu
Regional county municipality of Haut-Saint-Laurent
Regional county municipality of Collines-de-l'Outaouais
Regional county municipality of Jardins-de-Napierville
Regional county municipality of Laurentides
Regional county municipality of Maskoutains
Regional county municipality of Moulins
Regional county municipality of Pays-d'en-Haut
Regional county municipality of Matawinie
Regional county municipality of Montcalm
Regional county municipality of Papineau
Regional county municipality of Pontiac

Regional county municipality of Roussillon
 Regional county municipality of Rouville
 Regional county municipality of Rouyn-Noranda
 Regional county municipality of Témiscamingue
 Regional county municipality of Thérèse-De Blainville
 Regional county municipality of Vallée-de-l'Or
 Regional county municipality of Vaudreuil-Soulanges
 Ville de Chapais
 Ville de Chibougamau
 Ville de Laval
 Ville de Lebel-sur-Quévillon
 Ville de Matagami
 Ville de Mirabel”.

c. S-17.2,
 Sched. B,
 added

60. The said Act is amended by adding, at the end, the following schedule:

“SCHEDULE B

“The aggregate of the territories of the following regional county municipalities:

Regional county municipality of Acton
 Regional county municipality of Brome-Missisquoi
 Regional county municipality of La Haute-Yamaska”.

1992, c. 33,
 s. 45, am.

61. Section 45 of the Act respecting Société Innovatech du Grand Montréal (1992, chapter 33) is amended by adding, at the end, the words “, which may not be before 1 April 2000”.

1992, c. 33,
 s. 47, am.

62. Section 47 of the said Act is amended by striking out the words “, with the exception of section 45 which will come into force on 1 April 1997” in the first and second lines.

1993, c. 80,
 s. 1, am.

63. Section 1 of the Act respecting Société Innovatech Québec et Chaudière-Appalaches (1993, chapter 80) is amended by replacing the word “The” in the first line by the words “A legal person known as”.

1993, c. 80,
s. 2, am.

64. Section 2 of the said Act is amended by striking out the words “of the Québec and Chaudière-Appalaches regions” in the first and second lines of the first paragraph.

1993, c. 80,
s. 4,
replaced

65. Section 4 of the said Act, amended by sections 50 and 51 of chapter 16 of the statutes of 1994, is replaced by the following section:

Delegates
to board of
directors

“**4.** Two persons shall be delegated to the board of directors, one by the Minister of Industry, Trade, Science and Technology and one by the Minister of Education.”

1993, c. 80,
s. 7, am.

66. Section 7 of the said Act is amended by replacing the words “in his absence” in the third line by the words “when the chairman is absent or unable to act”.

1993, c. 80,
s. 23, am.

67. Section 23 of the said Act is amended by replacing the words “of the Québec and Chaudière-Appalaches regions” in the third line by the words “described in Schedule A”.

1993, c. 80,
s. 24, am.

68. Section 24 of the said Act is amended

(1) by replacing the words “of the Québec and Chaudière-Appalaches regions” in the second and third lines of paragraph 1 by the words “described in Schedule A”;

(2) by inserting, after paragraph 3, the following paragraph:

“(3.1) participate in the financing of any person, association, partnership or body whose object is to contribute to the realization of such initiatives;”;

(3) by replacing the words “the Québec and Chaudière-Appalaches regions” in the first and second lines of paragraph 5 by the words “the territory described in Schedule A”;

(4) by replacing the words “of the Québec and Chaudière-Appalaches regions” in the second and third lines of paragraph 6 by the words “described in Schedule A”.

1993, c. 80,
s. 28,
replaced

69. Section 28 of the said Act, amended by sections 50 and 51 of chapter 16 of the statutes of 1994, is replaced by the following section:

Ministers
informed

“**28.** The Société shall inform the Minister of Industry, Trade, Science and Technology and the Minister of Education of the initiatives it intends to support among those which are admissible.”

1993, c. 80,
s. 35, am.

70. Section 35 of the said Act is amended by replacing the figure “1999” in the fourth line by the figure “2000”.

1993, c. 80,
s. 44, am.

71. Section 44 of the said Act is amended

(1) by replacing the figure “1999” in the first line of the first paragraph by the figure “2000”;

(2) by replacing the words “public domain” in the last line of the first paragraph by the word “State”.

1993, c. 80,
s. 45, am.

72. Section 45 of the said Act is amended by adding, at the end, the words “, which may not be before 1 April 2000”.

1993, c. 80,
s. 46, am.

73. Section 46 of the said Act is amended by replacing the words “designated by the Government” in the first line by the words “of Industry, Trade, Science and Technology”.

1993, c. 80,
s. 48, am.

74. Section 48 of the said Act is amended by striking out the words “, with the exception of section 45 which will come into force on 1 April 1999” in the first and second lines.

1993, c. 80,
Sched. A,
replaced

75. Schedule A to the said Act is replaced by the following schedule:

“SCHEDULE A

“The aggregate of the territories of the following municipal bodies:

Communauté urbaine de Québec

Regional county municipality of Avignon

Regional county municipality of Beauce-Sartigan

Regional county municipality of Bécancour

Regional county municipality of Bellechasse

Regional county municipality of Bonaventure

Regional county municipality of Caniapiscau

Regional county municipality of Charlevoix

Regional county municipality of Charlevoix-Est

Regional county municipality of Denis-Riverin

Regional county municipality of Desjardins

Regional county municipality of Francheville
Regional county municipality of Kamouraska
Regional county municipality of La Côte-de-Beaupré
Regional county municipality of La Côte-de-Gaspé
Regional county municipality of Lac-Saint-Jean-Est
Regional county municipality of La Haute-Côte-Nord
Regional county municipality of La Jacques-Cartier
Regional county municipality of La Matapédia
Regional county municipality of L'Amiante
Regional county municipality of La Mitis
Regional county municipality of La Nouvelle-Beauce
Regional county municipality of Centre-de-la-Mauricie
Regional county municipality of Domaine-du-Roy
Regional county municipality of Fjord-du-Saguenay
Regional county municipality of Haut-Saint-Maurice
Regional county municipality of L'Érable
Regional county municipality of Les Basques
Regional county municipality of Chutes-de-la-Chaudière
Regional county municipality of Etchemins
Regional county municipality of Îles-de-la-Madeleine
Regional county municipality of L'Île-d'Orléans
Regional county municipality of L'Islet
Regional county municipality of Lotbinière
Regional county municipality of Manicouagan
Regional county municipality of Maria-Chapdelaine
Regional county municipality of Maskinongé
Regional county municipality of Matane
Regional county municipality of Mékinac
Regional county municipality of Minganie
Regional county municipality of Montmagny
Regional county municipality of Nicolet-Yamaska

Regional county municipality of Pabok
Regional county municipality of Portneuf
Regional county municipality of Rimouski-Neigette
Regional county municipality of Rivière-du-Loup
Regional county municipality of Robert-Cliche
Regional county municipality of Sept-Rivières
Regional county municipality of Témiscouata
Municipality of Côte-Nord-du-Golfe-Saint-Laurent

Municipalities established under the Act respecting the municipal reorganization of the territory of the municipality of the North Shore of the Gulf of St. Lawrence (1988, chapter 55)".

Coming into
force

76. This Act comes into force on 16 May 1995.

SCHEDULE A

The aggregate of the territories of the following regional county municipalities:

Regional county municipality of Acton
Regional county municipality of Arthabaska
Regional county municipality of Asbestos
Regional county municipality of Brome-Missisquoi
Regional county municipality of Coaticook
Regional county municipality of Drummond
Regional county municipality of La Haute-Yamaska
Regional county municipality of Granit
Regional county municipality of Haut-Saint-François
Regional county municipality of Val-Saint-François
Regional county municipality of Memphrémagog
Regional county municipality of Sherbrooke